

**Exhibit 1
to the
Declaration of Steve Gallant**



April 20, 2007

Via Fax & Certified Mail—Return Receipt Requested

Kelvin Taylor
Maritz Inc.
Attention: President Maritz Loyalty Marketing
1375 N. Highway Dr.
Fenton, MO 63099
Fax: (636) 827-5485

**Re: Notice of Termination of Master Services Agreement dated April 17, 2006
(the "Agreement") between Visa U.S.A. Inc. and Maritz Inc., d/b/a Maritz
Loyalty Marketing**

Dear Mr. Taylor:

Visa has determined to implement the Visa Extras Rewards Program through a different outside vendor. We therefore hereby terminate the Agreement pursuant to section XII.A.2(b), effective thirty (30) days from the date of this notice. We reserve all rights relating to or arising out of the Agreement and any Related Agreement, including, without limitation, claims Visa has against Maritz for Maritz's breaches of the Agreement (including any Related Agreement), Maritz's non performance or delay in performing any obligations due under the Agreement (including any Related Agreement), and Visa's right to liquidated damages pursuant to section XXIII.R of the Agreement.

The terms of the Transition Services Agreement become effective upon the termination of the Agreement. Until then, Maritz shall continue to provide Program Services pursuant to the terms of the Agreement. Thereafter, Maritz has a continuing obligation under the Transition Services Agreement to provide ongoing Program Services for up to six months, as determined by Visa, and to assist Visa and/or a designated vendor in replacing Maritz by providing services, support and data necessary to transition the Rewards Platform.

Please direct any inquiries regarding the termination of the Agreement to me at the address below.

Visa U.S.A. Inc.
P.O. Box 8999
San Francisco, CA 94128-8999
U.S.A.

Exhibit 1

Capitalized terms are used in this letter as defined in the Agreement.

Sincerely,



Elizabeth L. Buse
Executive Vice President
Product Development and Management

cc: Maritz Inc.
1375 N. Highway Dr.
Fenton, MO 63099
Attention: Law Department
Fax: (636) 827-3708